

Lion Selection Group

ACN 077 729 572

NOTICE OF GENERAL MEETING AND EXPLANATORY STATEMENT

General Meeting to be held at the
Lion Selection Group Limited office, Level 4, 15 Queen Street
Melbourne on **Friday 26 July 2013 at 10.00am**

This Notice of General Meeting and Explanatory Statement should be read in its entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser without delay.

NOTICE OF GENERAL MEETING

Notice is hereby given that a general meeting of Lion Selection Group Limited will be held at the Lion Selection Group Limited office, Level 4, 15 Queen Street, Melbourne on 26 July 2013 at 10.00am (Melbourne time).

ITEMS OF BUSINESS

RESOLUTION 1

Approval of issue of shares to a Director, Mr Robin Widdup

To consider, and if thought fit, to pass the following resolution

"That, for the purposes of ASX Listing Rule 10.11 and all other purposes, approval is given for Mr Robin Widdup, a Director of the Company (or his nominee), to be issued up to 1,924,528 Shares on the terms and conditions set out in the Explanatory Statement."

RESOLUTION 2

Approval of issue of shares to a Director, Mr Christopher Melloy

To consider, and if thought fit, to pass the following resolution

"That, for the purposes of ASX Listing Rule 10.11 and all other purposes, approval is given for Mr Christopher Melloy, a Director of the Company (or his nominee), to be issued up to 471,698 Shares on the terms and conditions set out in the Explanatory Statement."

RESOLUTION 3

Approval of issue of shares to a Director, Mr Peter Maloney

To consider, and if thought fit, to pass the following resolution

"That, for the purposes of ASX Listing Rule 10.11, and all other purposes, approval is given for Mr Peter Maloney, a Director of the Company (or his nominee), to be issued up to 377,358 Shares on the terms and conditions set out in the Explanatory Statement."

RESOLUTION 4

Approval of issue of shares to a Director, Mr Barry Sullivan

To consider, and if thought fit, to pass the following resolution

"That, for the purposes of ASX Listing Rule 10.11, and all other purposes, approval is given for Mr Barry Sullivan, a Director of the Company (or his nominee), to be issued up to 377,358 Shares on the terms and conditions set out in the Explanatory Statement."

RESOLUTION 5

Ratification of prior issue of Shares

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

"That for the purpose of ASX Listing Rule 7.4 and all other purposes, the allotment and issue of up to 7,386,792 Shares at \$0.53 per Share pursuant to the Placement, on the terms set out in the Explanatory Memorandum, be ratified."

RESOLUTION 6

Approval of issue of Shares pursuant to underwriting of SPP

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

"That for the purpose of ASX Listing Rule 7.1 and all other purposes, approval is given for the allotment and issue of up to 9,433,962 Shares at \$0.53 per Share pursuant to the SPP Underwriting Agreement described in the Explanatory Memorandum."

BY ORDER OF THE BOARD



Jane Rose

Company Secretary
26 June 2013

NOTES

These Notes form part of the Notice of Meeting.

Right to vote

The Directors have determined that, for the purpose of voting at the meeting, members are those persons who are the registered holders of shares at 7.00pm (Melbourne Time) on 24 July 2013.

Each member entitled to attend and vote at the meeting may vote by:

- (a) attending the meeting in person; or
- (b) appointing a proxy to attend and vote at the meeting on their behalf.

Voting Exclusions

The *Corporations Act 2001* (Cth) (**Corporations Act**) and ASX Listing Rules require that certain persons must not vote, and the Company must disregard any votes cast by certain persons, on the resolutions to be considered at the meeting. These voting exclusions are described below:

Item 1 – Approval of issue of shares to a Director, by Mr Robin Widdup

The Company will disregard any votes cast on resolution 1 by:

- ▶ Mr Robin Widdup or his nominee (if any); and
- ▶ associates of Mr Robin Widdup or his nominee.

However, the Company need not disregard a vote if:

- ▶ it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- ▶ it is cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as their proxy decides.

Item 2 – Approval of issue of shares to a Director, by Mr Christopher Melloy

The Company will disregard any votes cast on resolution 2 by:

- ▶ Mr Christopher Melloy or his nominee (if any); and
- ▶ associates of Mr Christopher Melloy or his nominee.

However, the Company need not disregard a vote if:

- ▶ it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- ▶ it is cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as their proxy decides.

Item 3 – Approval of issue of shares to a Director, by Mr Peter Maloney

The Company will disregard any votes cast on resolution 3 by:

- ▶ Mr Peter Maloney or his nominee (if any); and
- ▶ associates of Mr Peter Maloney or his nominee.

However, the Company need not disregard a vote if:

- ▶ it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- ▶ it is cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as their proxy decides.

We refer members to the attached Proxy Form and note that as Mr Peter Maloney is the chair of the Company it is intended that he be the chair of the Meeting. If Mr Peter Maloney is appointed as a proxy for a person who is entitled to vote or is appointed by default, then depending on how the person has completed their Proxy Form, Mr Peter Maloney may be entitled to vote in favour of Item 3 as proxy for that person even though he has an interest in the outcome of the resolution and the person has not specifically directed that their proxy vote in favour of Item 3.

Item 4 – Approval of issue of shares to a Director, by Mr Barry Sullivan

The Company will disregard any votes cast on resolution 4 by:

- ▶ Mr Barry Sullivan or his nominee (if any); and
- ▶ associates of Mr Barry Sullivan or his nominee.

However, the Company need not disregard a vote if:

- ▶ it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- ▶ it is cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as their proxy decides.

Item 5 – Ratification of prior issue of Shares

The Company will disregard any votes cast on Resolution 5 by:

- ▶ any person who participated in the issue; and
- ▶ any of their associates.

However, the Company need not disregard a vote if:

- ▶ it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- ▶ it is cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as their proxy decides.

Notice of General Meeting

Item 6 – Approval of issue of Shares pursuant to underwriting of SPP

The Company will disregard any votes cast on Resolution 6 by:

- ▶ any person who will participate in the issue;
- ▶ any person who might obtain a benefit, except a benefit solely in the capacity of a security holder, if the resolution is passed; and
- ▶ any of their associates.

However, the Company need not disregard a vote if:

- ▶ it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- ▶ it is cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as their proxy decides.

APPOINTMENT OF PROXIES

A Proxy Form accompanies this Notice of General Meeting. A shareholder who is entitled to attend and vote at the meeting is entitled to appoint no more than two proxies to attend and vote in their place. A proxy may be either an individual or a corporation, and need not be a shareholder of the Company.

A single proxy exercises all voting rights. A member entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. Where a shareholder wishes to appoint two proxies, the names of both proxies and the percentage of votes or number of securities for each should be included in the enclosed Proxy Form. If a shareholder appoints two proxies and does not specify each proxy's voting rights, the rights are deemed to be 50% each. Fractions of votes are to be disregarded. Where two proxies are appointed, neither may vote on a show of hands.

A proxy need not vote in that capacity on a show of hands on any resolution nor (unless the proxy is the Chairman of the Meeting) on a poll. However, if the proxy's appointment specifies the way to vote on a resolution, and the proxy decides to vote in that capacity on that resolution, the proxy must vote the way specified (subject to the other provisions of these Notes, including the voting exclusions noted above).

If a proxy does not attend the meeting, then the Chairman of the Meeting will be taken to have been appointed as the proxy of the relevant shareholder in respect of the meeting. If the Chairman of the Meeting is appointed, or taken to be appointed, as a proxy, but the appointment does not specify the way to vote on a resolution, then the

Chairman intends to exercise the relevant shareholder's votes in favour of the relevant resolution (subject to the Proxy Form directions and the other provisions of these Notes, including the voting exclusions noted above).

A proxy need not be a member of the Company and can be an individual or a body corporate.

A body corporate appointed as a member's proxy may appoint a representative to exercise any of the powers the body may exercise as a proxy at the general meeting. The representative should bring to the meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

BODIES CORPORATE

A body corporate may appoint an individual as its representative to exercise any of the powers the body may exercise at meetings of a company's members. The appointment may be a standing one. Unless the appointment states otherwise, the representative may exercise all of the powers that the appointing body could exercise at a meeting or in voting on a resolution.

The representative should bring to the meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

LODGMET OF PROXY DOCUMENTS

For an appointment of a proxy for the meeting to be effective:

- ▶ the proxy's appointment; and
- ▶ if the appointment is signed by the appointor's attorney – the authority under which the appointment was signed (eg a power of attorney) or a certified copy of it, must be received by the Company at least 48 hours before the meeting.

The following addresses are specified for the purposes of receipt of proxies:

By Mail Computershare Investor Services Pty Limited, GPO Box 242, Melbourne Vic 3001

By Fax 1800 783 447 (within Australia) or +61 3 9473 2555 (from outside Australia)

Intermediary Online Subscribers (such as custodians and nominees)

Visit www.intermediaryonline.com to submit your voting intentions.

EXPLANATORY STATEMENT

This Explanatory Memorandum has been prepared for the information of members of the Company in connection with the business to be conducted at the General Meeting of the Company to be held at the Lion Selection Group Limited office, Level 4, 15 Queen Street, Melbourne on 26 July 2013.

The purpose of this Explanatory Memorandum is to provide information that the Directors believe to be material to Shareholders in deciding whether or not to pass the resolutions set out in the Notice. The Directors recommend Shareholders read the accompanying Notice and this Explanatory Memorandum in full before making any decision in relation to the resolutions.

This Explanatory Memorandum forms part of and should be read in conjunction with the accompanying Notice.

RESOLUTIONS 1–4

APPROVAL OF ISSUE OF SHARES TO DIRECTORS

Background

On 19 June 2013, the Company announced it had successfully raised \$5.0 million via a placement of approximately 9.4 million ordinary shares to institutional and sophisticated investors (Placement). The issue price under the Placement was \$0.53 per Share.

Subject to shareholder approval, all directors of the Company have committed to participate in the Placement, as set out in the table below. In addition, members of the Lion Manager Pty Ltd executive team who are participating in the Placement are highlighted in the following table for full transparency.

Name	Position	Placement Commitment No. of Shares	Placement Commitment (\$)
Robin Widdup	Lion Director	943,396	\$500,000
Chris Melloy	Lion Director	424,528	\$225,000
Peter Maloney	Lion Chairman	339,623	\$180,000
Barry Sullivan	Lion Director	339,623	\$180,000
Mike Brook	Lion Manager Executive	169,811	\$90,000
Craig Smyth	Lion Chief Executive Officer	84,905	\$45,000

Additionally, each of the Directors have agreed with Baillieu Holst that, subject to Shareholder approval, if required they will take up some of the Shortfall Shares associated with the SPP Underwriting Agreement as sub-underwriters. The issue price of each Shortfall Share taken up by a Director will be \$0.53 and the Shortfall Shares will be allotted and issued pursuant to the terms and conditions of the SPP Underwriting Agreement.

The maximum number of Shortfall Shares that each Director has committed to take up is set out in the table below. In addition, members of the Lion Manager Pty Ltd executive team who have agreed to take up Shortfall Shares are highlighted in the table below for full transparency. Consistent with arrangements with other sub-underwriters, the directors will be eligible for a commitment fee of 2% on their sub-underwriting commitment.

Name	Position	Maximum no. of Shortfall Shares	Amount Payable (\$)
Robin Widdup	Lion Director	981,132	\$520,000
Chris Melloy	Lion Director	47,170	\$25,000
Peter Maloney	Lion Chairman	37,735	\$20,000
Barry Sullivan	Lion Director	37,735	\$20,000
Mike Brook	Lion Manager Executive	18,867	\$10,000
Craig Smyth	Lion Chief Executive Officer	18,867	\$10,000

Listing Rule 10.11

ASX Listing Rule 10.11 requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party of the entity. Robin Widdup, Peter Maloney, Barry Sullivan and Chris Melloy are considered to be related parties of the Company as they are directors of the Company. Accordingly, Resolutions 1 to 4 seek Shareholder approval pursuant to Listing Rule 10.11 to enable Robin Widdup, Peter Maloney, Barry Sullivan and Chris Melloy to participate in the placement and act as sub-underwriters of the SPP.

If shareholder approval is given under Listing Rule 10.11 pursuant to these Resolutions, approval is not required under Listing Rule 7.1.

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Information required under Listing Rule 10.13

The Company provides the following additional information in accordance with Listing Rule 10.13:

With respect to the Placement:

- ▶ The related parties proposing to participate in the placement Shares are Robin Widdup, Peter Maloney, Barry Sullivan and Chris Melloy (or their respective nominees) and they are related parties by virtue of being Directors.
- ▶ The maximum number of Shares Robin Widdup, Peter Maloney, Barry Sullivan and Chris Melloy will subscribe for under the placement to Directors is set out in the table above.
- ▶ The Shares will be issued no later than 1 month after the date of the General Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that allotment will occur on 1 August 2013.
- ▶ The issue price will be \$0.53 per Share; and the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
- ▶ The funds raised from the Placement will assist the Company to take advantage of many well valued opportunities from both its existing investment pool and potential new investments.

With respect to the SPP:

- ▶ The related parties proposing to take up Shortfall Shares are Robin Widdup, Peter Maloney, Barry Sullivan and Chris Melloy (or their respective nominees) and they are related parties by virtue of being Directors.
- ▶ The maximum number of Shortfall Shares Robin Widdup, Peter Maloney, Barry Sullivan and Chris Melloy will subscribe for is set out in the table above.
- ▶ Any Shortfall Shares to be issued to the related parties will be issued no later than 1 month after the date of the General Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that allotment will occur on 1 August 2013.

- ▶ The issue price will be \$0.53 per Share and the Shares will be fully paid ordinary shares in the capital of the Company.
- ▶ The Shortfall Shares will be allotted and issued pursuant to the terms and conditions of the SPP Underwriting Agreement.
- ▶ The Shortfall Shares will rank equally in all respects with the existing Shares from the date of issue.
- ▶ The funds raised will assist the Company to take advantage of many well valued opportunities from both its existing investment pool and potential new investments.

Directors' recommendation

- ▶ The directors, other than Mr Robin Widdup, recommend that you vote in favour of Resolution 1.
- ▶ The directors, other than Mr Christopher Melloy, recommend that you vote in favour of Resolution 2.
- ▶ The directors, other than Mr Peter Maloney, recommend that you vote in favour of Resolution 3.
- ▶ The directors, other than Mr Barry Sullivan, recommend that you vote in favour of Resolution 4.

RESOLUTION 5 RATIFICATION OF PRIOR ISSUE OF SHARES

Listing Rules

Subject to certain exceptions, Listing Rule 7.1 imposes a limit on the number of securities the Company can issue without Shareholder approval. In general terms, the Company may not, without Shareholder approval, issue securities representing more than 15% of its share capital in a 12 month period.

Listing Rule 7.4 provides that shareholder approval can be obtained after the Shares are issued if the issue did not breach the 15% limit in Listing Rule 7.1 when made and the Company's members subsequently approve it.

The Shares issued under the Placement represented 15% of the issued share capital of the Company and accordingly the issue did not breach the 15% limit.

Resolution 5 is proposed for the purpose of ratifying the issue of the Shares under the Placement. Ratifying the issue of shares under resolution 5 will give the Company flexibility to issue further securities in the next 12 months up to the 15% limit without the need for Shareholder approval.

Regulatory information

In compliance with Listing Rule 7.5, the following information is provided:

- ▶ The number of Shares allotted and issued pursuant to the Placement was 7,386,792 Shares.
- ▶ The issue price of the Placement Shares was \$0.53 per Share.
- ▶ The Placement Shares rank equally in all respects with existing Shares from the date of issue.
- ▶ The Placement Shares were allotted and issued to a number of institutional and sophisticated investors introduced by Baillieu Holst, the manager of the Placement and existing shareholders in the Company.
- ▶ The funds raised from the Placement will assist the Company to take advantage of many well valued opportunities from both its existing investment pool and potential new investments.

Directors' recommendation

As noted above, Mr Robin Widdup, Mr Chris Melloy, Mr Barry Sullivan and Mr Peter Maloney have an interest in the outcome of resolution 5 because they have committed to participate in the Placement (subject to shareholder approval). Because of their interest in the outcome, Messrs Widdup, Melloy, Sullivan and Maloney do not make a recommendation in relation to resolution 5.

RESOLUTION 6 APPROVAL OF ISSUE OF SHARES PURSUANT TO UNDERWRITING OF SPP

Background

On 19 June 2013, the Company also announced that it was offering existing eligible Shareholders the opportunity to participate in a share purchase plan to raise up to a further \$5.0 million. The SPP was underwritten by Baillieu Holst to the extent of \$5.0 million in accordance with the terms of the SPP Underwriting Agreement.

The obligation of Baillieu Holst to underwrite the SPP is conditional on the Company obtaining the approval of Shareholders in general meeting to the issue of Shares to Baillieu Holst or as it directs pursuant to the SPP Underwriting Agreement for the purpose of Listing Rule 7.1. The SPP Underwriting Agreement is subject to customary termination events.

Listing Rules

Subject to certain exceptions, Listing Rule 7.1 imposes a limit on the number of securities the Company can issue without Shareholder approval. In general terms, the Company may not, without Shareholder approval, issue securities representing more than 15% of its share capital in a 12 month period.

Resolution 6 is proposed to obtain Shareholder approval of the issue, if required, of any Shares by the Company to Baillieu Holst or its nominees (excluding any nominee that is a director of Lion) up to a maximum of 9,433,962 Shares at an issue price of \$0.53 per Share.

Regulatory information

In compliance with Listing Rule 7.3, the following information is provided:

- ▶ The maximum number of Shortfall Shares to be issued to Baillieu Holst or its nominees is 9,433,962 Shares.
- ▶ Any Shortfall Shares to be issued under the SPP Underwriting Agreement will be issued no later than 1 month after the date of the General Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that allotment will occur on 1 August 2013.
- ▶ The issue price of the Shortfall Shares will be \$0.53 per Share.
- ▶ The Shortfall Shares will be allotted and issued pursuant to the terms and conditions of the SPP Underwriting Agreement to Baillieu Holst or its nominees.
- ▶ The Shortfall Shares will rank equally in all respects with the existing Shares from the date of issue.
- ▶ The funds raised will assist the Company to take advantage many well valued opportunities from both its existing investment pool and potential new investments.

Directors' recommendation

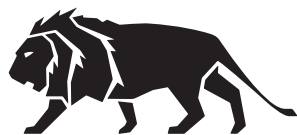
The Directors unanimously recommend that you vote in favour of resolution 6.

Notice of General Meeting

GLOSSARY

In the Notice and Explanatory Memorandum the following meanings unless the context requires otherwise

ASX	ASX Limited (ACN 008 624 691) or the securities exchange operated by ASX Limited (as the context requires)
Baillieu Holst	Baillieu Holst Limited (ABN 74 006 519 393)
Board	the board of Directors
Company	Lion Selection Group Limited (ACN 077 729 572)
Corporations Act	<i>Corporations Act 2001</i> (Cth)
Directors	the directors of the Company
Listing Rules	the official listing rules of ASX
Share	a fully paid ordinary share in the capital of the Company
Shareholder	a registered holder of Shares
Shortfall Shares	means the Shares that may be issued to Baillieu Holst or its nominees (including the Directors) under the SPP Underwriting Agreement
SPP	the share purchase plan as set out in these Terms and Conditions and the Application Form
SPP Underwriting Agreement	the agreement between the Company and Baillieu Holst underwriting the SPP for up to \$5.0 million subject to Shareholder approval



Lion Selection Group

ABN 26 077 729 572

000001 000 LSX
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Lodge your vote:



By Mail:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

Proxy Form

For your vote to be effective it must be received by 10.00am (Melbourne time) Wednesday, 24 July 2013

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the information tab, "Downloadable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

Turn over to complete the form ➔



View your securityholder information, 24 hours a day, 7 days a week:

www.investorcentre.com



Review your securityholding



Update your securityholding

Your secure access information is:

SRN/HIN: I9999999999



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

☐

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark ☒ to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Lion Selection Group Limited hereby appoint

☐ the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the General Meeting of Lion Selection Group Limited to be held at the Lion Selection Group Limited office, Level 4, 15 Queen Street, Melbourne on Friday, 26 July 2013 at 10.00am (Melbourne time) and at any adjournment or postponement of the Meeting.

Important for Item 3: If the Chairman of the Meeting is your proxy and you have not directed him/her how to vote on Item 3 below, please mark the box in this section. If you do not mark this box and you have not directed your proxy how to vote, the Chairman of the Meeting will not cast your vote on Item 3 and your vote will not be counted in computing the required majority if a poll is called on this Item. The Chairman of the Meeting intends to vote undirected proxies in favour of Item 3 of business.

☐ I/We acknowledge that the Chairman of the Meeting may exercise my proxy even if he/she has an interest in the outcome of this Item and that votes cast by him/her, other than as proxy holder, will be disregarded because of that interest.

STEP 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Item 1	Approval of issue of shares to a Director, Mr Robin Widdup	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2	Approval of issue of shares to a Director, Mr Christopher Melloy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3	Approval of issue of shares to a Director, Mr Peter Maloney	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4	Approval of issue of shares to a Director, Mr Barry Sullivan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5	Ratification of prior issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 6	Approval of issue of Shares pursuant to underwriting of SPP	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date / /